### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*				er Name <b>and</b> Ticke om Inc. [ VIA	• •	rmbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Kraft Robert K       (Last)     (First)       1515 BROADWAY				of Earliest Transa		ay/Year)	X	Officer (give title Otl		6 Owner er (specify ow)				
(Street) NEW YORK NY 10036		4. If An	nendment, Date of	Original Filed (	Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(State)	(Zip)						Person						
		Table I - Non-E	Derivative S	ecurities Acc	quired, Disp	osed of, or Benefi	icially C	Owned						
	4. (lmate 2)	2	Transaction	24 Deemed	2	4 Securities Acquired (A		E Amount of	6 Ownership	7 Naturo of				

	. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						Beneficially Owned Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price	<ul> <li>Reported Transaction(s) (Instr. 3 and 4)</li> </ul>		(Instr. 4)	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(-5) [, ], [, ].											,						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Numl Derivati Securiti Acquire Dispose (D) (Inst and 5)	ve es ed (A) or ed of	6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)				
Restricted Share Units	(1)	01/01/2014		А		442		(1)	(1)	Class B common Stock	442	(1)	442	D			
Restricted Share Units	(2)	01/01/2014		С		22,479		(2)	(2)	Class B common Stock	22,479	(2)	22,921	D			
Class A Phantom Common Stock Units	(2)	01/01/2014		С			10,956	(2)	(2)	Class A Common Stock	10,956	(2)	0	D			
Class B Phantom Common Stock Units	(2)	01/01/2014		С			11,470	(2)	(2)	Class B Common Stock	11,470	(2)	0	D			

#### Explanation of Responses:

1. The Reporting Person has elected to defer payment of director retainer fees and related interest thereon pursuant to the Viacom Inc. Deferred Compensation Plan for Outside Directors, as amended and restated as of November 13, 2013 (the "2013 Deferred Compensation Plan"). Deferred amounts (including cash dividends and interest credited during the previous quarter) are invested quarterly in a number of vested Restricted Share Units ("RSUs") that the deferred amounts would have purchased on the day the amounts are invested. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.

2. Pursuant to the 2013 Deferred Compensation Plan, the Reporting Person also elected to convert vested Class A Phantom Common Stock and Class B Phantom Common Stock balances from prior deferrals into vested Restricted Share Units corresponding to shares of Class B Common Stock. The conversion from Class B Phantom Common Stock was made on a share for share basis, while the conversion from Class A Phantom Common Stock was made based on the relative prices of the shares at the close of market on December 31, 2013. The RSUs are paid out six (or more) months after the Director's retirement from the Board and are settled in shares of Class B Common Stock.

### Remarks:

/s/ Michael D. Fricklas,

Kraft

Attorney-in-Fact for Robert K. 01/03/2014

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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